

CEC 5374

SNEAD AND PROMIS  
ATTORNEYS AT LAW  
2000 GAYLORD STREET, SUITE 100  
DENVER, COLORADO 80205-5622

90 APR 10 11:10:10

MAXWELL A. SNEAD JR.  
VICTORIA G. PROMIS

(303) 322-2255  
FAX (303) 320-0124

March 28, 1990

Federal Election Commission  
Office of General Counsel  
909 E Street, N.W.  
Washington, D.C. 20463

Commissioners:

This firm represents Representative Patricia Schroeder and Schroeder 1988?, Inc., which has adopted the trade name Schroeder Fund for the Future, Inc. The Board of Directors of the corporation is presently considering alternatives for disposing of the Fund's excess money. On behalf of our clients, we request your advice and guidance in the form of an advisory opinion regarding the following circumstances and proposed activities:

I. FACTS

Representative Patricia Schroeder tested the waters for the Presidential election of 1988 during the summer and fall of 1987. Schroeder 1988?, Inc. is the exploratory committee that assisted her in testing the waters in 1987. Though Rep. Schroeder was advised that the exploratory committee was not a committee subject to the reporting requirements of the FECA, she prevailed upon the committee to voluntarily file reports of its receipts and disbursements with the FEC in order to make the same full public disclosure that the FECA required of candidates. Your files contain the voluntary registration statement and regular reports of the Fund which cover the entire period of its existence.

At the conclusion of the testing-the-waters effort in 1987, the Fund had a surplus of money. Rep. Schroeder announced her decision not to seek the Presidential nomination, and the Fund wrote all of its contributors offering to refund the excess proportionately to them. After refunds were made to those requesting them, a surplus still remained. Following the payment of final bills and refunds, Schroeder 1988?, Inc. adopted the name Schroeder Fund For The Future, Inc. Its corporate structure remained the same. It has continued to file regular voluntary reports with the Commission. The organization is referred to below as the "Fund".

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March 28, 1990  
Federal Election Commission  
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Following the winding down of the 1987 exploratory activities, which lasted into 1988, the Fund limited itself primarily to maintaining the mailing list it accumulated during the testing-the-waters effort through follow-up mailings. Three mailings were conducted, two of which sought no response from recipients, but provided information on address changes. The other mailing provided the same information and sought donations to cover list maintenance costs.

Rep. Schroeder was a candidate in 1988 for the U. S. House of Representatives from Colorado's First Congressional District. She won that election. She currently is a candidate for the same office, having filed her statement of candidacy on September 12, 1989. Rep. Schroeder's authorized campaign committee for such candidacy is the Schroeder for Congress Committee, Inc. which is distinct from and not affiliated with the Schroeder Fund For The Future, Inc. She is not a candidate for any other office, nor has she established or authorized the establishment of any testing-the-waters committee. The Fund does not concern itself with, nor support, her candidacy for the office of Representative; it has not done so in the past, nor has it made any distributions for the purpose of influencing any election for Federal office.

In December of last year, Rep. Schroeder received a letter from Peter Kell Jr., Chief, Authorized Branch, Reports Analysis Division, which advised her that the receipts and expenditures of the Fund were in support of her 1990 candidacy and in such amount that she met the definition of "candidate" under the Act. We responded for her that the "Fund" was unrelated to her candidacy for the House and that she is not a candidate for any other Federal office in 1990 or in 1992. We mentioned in our response that we intended to ask for an advisory opinion regarding the Fund.

## II. TRANSFER OF FUNDS BETWEEN COMMITTEES

Schroeder Fund For The Future, Inc. has surplus funds from Rep. Schroeder's 1987 presidential testing-the-waters effort which did not result in a candidacy. Rep. Schroeder has an authorized political committee, Schroeder for Congress Committee, Inc., for her 1990 reelection effort for the U. S. House of Representatives. Rep. Schroeder is a candidate for only one Federal office. Regulation 11 CFR 110.3(c)(4) allows the transfer of funds between a candidate's previous Federal campaign committee and his or her current Federal campaign committee,

provided that the candidate is not a candidate for more than one Federal office at a time, and provided that the funds transferred are not composed of contributions that would be in violation of the Act. The Board of Directors of Schroeder Fund For The Future, Inc. would like to transfer part or all of the surplus from its testing-the-waters effort to Rep. Schroeder's 1990 authorized Congressional campaign committee. Most of the surplus resulted from donations received while testing the waters and prior to Rep. Schroeder's determination not to become a Presidential candidate. The remainder of the surplus is from interest income on the surplus and from donations received when the committee's mail list was updated. These donations were received both before and after the 1988 elections. Rep. Schroeder was a candidate in 1988 for the U. S. House of Representatives supported by a separate, independent, authorized 1988 committee. The Fund has filed regular reports of its activities with the Commission and has complied with the Act and regulations regarding its activities such that the receipts of the Fund are not in violation of the Act. The Board is unable to determine whether such a transfer, in whole or in part, is acceptable.

QUESTIONS REGARDING TRANSFER OF FUNDS BETWEEN A PRIOR  
COMMITTEE AND A CURRENT COMMITTEE:

1. Does Rep. Schroeder's 1987 testing-the-waters committee qualify as a previous Federal campaign committee for purposes of transferring funds to her current Federal campaign committee?
2. If so, may the Board of Directors of Schroeder Fund For The Future, Inc. transfer all or part of that committee's surplus funds to Schroeder for Congress Committee, Inc.?
3. If such a transfer is allowable, will the transfer jeopardize the unaffiliated status between the Schroeder for Congress Committee, Inc. and the Fund?
4. Regulation 11 CFR 110.3(c)(4) provides that when a transfer of funds between a candidate's previous Federal campaign committee and her current Federal campaign committee occurs, the cash on hand from which the transfer is made shall be considered to consist of the funds most recently received by the transferor committee. If such a transfer is allowable, is interest income which is a part of cash on hand treated in the same manner as contributions so that more recently received interest is included in the transfer accounting before earlier-received contributions?

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5. If such a transfer is allowable, please advise us regarding the accounting of transferred contributions by the recipient committee in order to determine contribution limitations in the current election period. Assuming that there are no contributions earmarked for any election period:

a. Are the transferred contributions considered contributions in the election period in which the transfer takes place; or

b. Are the transferred contributions considered contributions in the election period in which the Schroeder 1988?, Inc./Schroeder Fund For The Future first received them; or

c. Does some other rule govern?

6. If, in applying your answer to the preceding question, it is found that the aggregate contributions of a contributor exceeds the permissible amount for the election period, what rules govern the excess amount?

Thank you for your consideration of the foregoing Advisory Opinion Request. Should you require additional information or clarification, please contact me.

Sincerely,

SNEAD and PROMIS

By:   
Maxwell A. Snead, Jr.

MAS/sp



**FEDERAL ELECTION COMMISSION**

WASHINGTON DC 20463

**April 24, 1990**

**Maxwell A. Snead, Jr.  
Snead and Promis  
Attorneys at Law  
2000 Gaylord Street, Suite 100  
Denver, Colorado 80205-5622**

**Dear Mr. Snead:**

**This refers to your letter dated March 28, 1990 on behalf of Representative Patricia Schroeder and Schroeder Fund for the Future, Inc., which requests an advisory opinion concerning application of the Federal Election Campaign Act of 1971, as amended (the "Act"), to the possible transfer of excess funds to Ms. Schroeder's 1990 campaign for reelection to Congress.**

**Your letter states that the Schroeder Fund for the Future ("the Fund") was originally established as an exploratory committee for Ms. Schroeder's possible presidential candidacy in 1988. The Fund had surplus funds after Ms. Schroeder concluded her testing-the-waters effort in 1987 and announced her decision not to seek the presidential nomination for 1988. At this point, contribution refunds were offered "proportionately" to contributors, and a surplus still remained after the Fund made all requested refunds. Your letter explains that, after "winding down" the exploratory effort in 1988, the Fund limited itself to maintaining its mailing list and made three mailings for this purpose. Your letter asserts that the Fund is "distinct from and not affiliated with" Ms. Schroeder's authorized campaign committee for reelection to the U.S. House of Representatives in 1990. You further state that Ms. Schroeder is "not a candidate for any other office, nor has she established or authorized the establishment of any testing-the-waters committee."**

**You propose to make transfers of funds between the Fund and Ms. Schroeder's principal campaign committee for her 1990 congressional campaign, the Schroeder for Congress Committee, Inc. You specifically ask whether Commission regulations at 11 CFR 110.3(c)(4) would allow the Fund to make transfers to Ms. Schroeder 1990 congressional campaign of all or part of its surplus. If such transfers are allowable, you also ask**

whether they would jeopardize the unaffiliated status between the Fund and the 1990 congressional campaign. Finally, you seek advice concerning the accounting rules or procedures that would apply to the transferred contributions for purposes of 1990 election contribution limits.

The Act authorizes the Commission to issue an advisory opinion in response to a "complete written request" from any person with respect to a specific transaction or activity by the requesting person. 2 U.S.C. §437f(a). Commission regulations explain that such a request "shall include a complete description of all facts relevant to the specific transaction or activity with respect to which the request is made." 11 CFR 112.1(c).

In order to address the questions you raise, it will be necessary for you to provide further information concerning the organization of the Fund and its purpose(s) and function(s) from its inception. Please respond to the following questions and provide the requested documents.

- (1) Provide a copy of the original articles of incorporation for Schroeder 1988?, Inc. and for the Fund. Include also a copy of corporate bylaws, if any, and each amendment made to the articles or bylaws.
- (2) Provide a copy of the mailing which offered partial contribution refunds to those who made contributions to the Fund in connection with Ms. Schroeder's presidential testing-the-waters effort in 1987 and 1988.
- (3) Enclose a copy of the mailing materials used as a cover letter, or otherwise, in connection with sending refund checks to contributors.
- (4) Your letter indicates that three follow-up mailings occurred in 1988. Please provide a copy of the materials included in each of these mailings. Also provide a copy of the materials included in a mailing of holiday cards occurring in late 1989 or early 1990. With respect to each mailing indicate the approximate date(s) when the mailing was made and the number of addresses for each mailing.
- (5) Reports filed by the Fund indicate that in January 1989 an expenditure was made for \$6,980 to purchase books from Random House. Please identify the book title(s) and author(s), the number of volumes purchased, and the actual or intended uses of the books.

Letter to Maxwell A. Snead, Jr.  
Page 3

Upon receiving the requested documents and your responses to the above questions, this office and the Commission will give further consideration to your letter of March 28, 1990 as an advisory opinion request. If you have any questions concerning the advisory opinion process or this letter, please contact Mr. Litchfield.

Sincerely,

Lawrence M. Noble  
General Counsel

by:

  
N. Bradley Litchfield  
Associate General Counsel

**SNEAD AND PROMIS**  
ATTORNEYS AT LAW

2000 GAYLORD STREET, SUITE 2000  
DENVER, COLORADO 80205-5622

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FEDERAL ELECTION COMMISSION

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MAXWELL A. SNEAD JR  
VICTORIA G PROMIS

(303) 322-2255  
FAX (303) 320-0124

April 26, 1990

N. Bradley Litchfield  
Associate General Counsel  
Office of the General Counsel  
Washington, DC 20463

AOR 1990-7

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FEDERAL ELECTION COMMISSION  
OFFICE OF THE CLERK

Re: Schroeder Fund for the Future, Inc.

Dear Mr. Litchfield:

In response to your letter of April 24, 1990, I have the following responses to your questions and I forward herewith the documents you requested.

- (1) I have enclosed a copy of the articles of incorporation for Schroeder 1988?, Inc. and the certificate of incorporation issued by the Colorado Secretary of State. A certificate of assumed name, providing for the use of the name Schroeder Fund for the Future, Inc., is also enclosed. I have enclosed a copy of the bylaws and a set of minutes by which the bylaws were amended to increase the number of directors. No other changes have been made to either the articles or the bylaws.
- (2) The mailing in which Ms. Schroeder's decision was announced and the offer of a refund was made to contributors was dated "November, 1987." A sample of that letter is enclosed.
- (3) Refunds were made to those requesting same on or about April 15, 1988. Checks were mailed in window envelopes. A message accounting in brief for the contributions and expenditures and the calculation of the amount of each contribution was printed on each check's information portion. A photocopy of one of the refunds, which could not be delivered by the post office, is enclosed.
- (4) Follow-up mailings by the committee were as follows:
  - (a) The committee mailed seasons' greetings cards to approximately 19,500 addresses in December of 1987. A sample of the card is enclosed.



N. Bradley Litchfield  
April 26, 1990  
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- (b) The committee mailed seasons' greetings cards to approximately 21,300 addresses in December of 1988. As I recall, the number of greeting cards was greater in 1988 than in 1987 primarily because many non-contributors' names obtained in 1987 were not available for the 1987 holiday mailing. A sample of the card is enclosed.
  - (c) A mailing, dated February 7, 1989, was sent to 29,939 addresses on or about February 14, 1989. A sample of the mailing is enclosed.
  - (d) The committee mailed seasons' greetings cards to approximately 21,300 addresses in December of 1989. A sample of the card is enclosed.
- (5) One Thousand copies of the book CHAMPION OF THE GREAT AMERICAN FAMILY: A PERSONAL AND POLITICAL BOOK authored by Ms. Schroeder were purchased from the publisher, Random House, in January of 1989. The copies were purchased to give to people who contributed in response to the letter described in (4)(c) above.

I hope these materials and this information will make our request for an advisory opinion complete so that the Commission can move forward with its opinion. I will be happy to provide you with anything else you may need for this purpose.

Sincerely,

  
Maxwell A. Snead, Jr.

MAS/s

OGC: Note:

This letter has 30  
pages of enclosures which  
are labelled E-1 thru  
E-30.

# STATE OF COLORADO

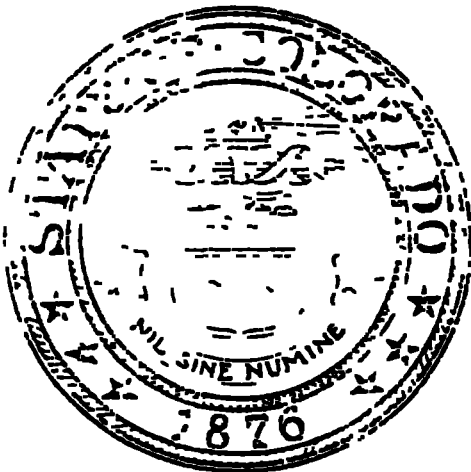


DEPARTMENT OF  
STATE

CERTIFICATE

*I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.*

*Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues* A CERTIFICATE OF INCORPORATION  
TO SCHPOEDER 1988 P, INC, A NONPROFIT CORPORATION



*Natalie Meyer*

SECRETARY OF STATE

DATED. JUNE 19, 1987

(E-1)

### ARTICLE III

#### Purpose

The purpose for which the corporation is organized and the nature of the business to be carried on by it is to support a study by United States Congresswoman Patricia Schroeder of the feasibility and desirability of becoming a candidate for the nomination by the Democratic Party for election to the Office of President of the United States.

### ARTICLE IV

#### Powers

The corporation shall exercise all the powers conferred upon corporations formed under the Colorado Non-Profit Corporation Act in order to accomplish the corporation's purposes including, but not limited to, the power to accept donations of money and other property, whether real or personal, or any interest therein, wherever situated.

### ARTICLE V

#### Provisions Regulating Internal Affairs

The corporation adopts the following regulations to govern its internal affairs:

1. Members. The corporation shall not have members.
2. Use of Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of any officer, director or other private persons, except that reasonable

compensation may be paid for services rendered and payments and distributions may be made in furtherance of the corporation's non-profit and exempt purposes.

3. Limitation on Distributions of Assets. No officer or director of the corporation nor any private persons shall be entitled to share in the distribution of any of the corporate assets on dissolution.

## ARTICLE VI

### Registered Office and Registered Agent

The address of the initial registered office of the corporation is 2000 Gaylord Street, Denver, Colorado 80205 and the name of the initial registered agent at such address is Maxwell A. Snead, Jr. Either the registered office or the registered agent may be changed in the manner permitted by law.

## ARTICLE VII

### Initial Board of Directors

The initial board of directors of the corporation shall consist of two directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Claire Helf	2540 Meade Street Denver, CO 80211

2000 Gaylord Street  
Denver, CO 80205

Incorporator

**Address**

2000 Gaylord Street  
Denver, Colorado 80205

IN WITNESS WHEREOF, the above-named incorporator has signed these Articles of Incorporation this 19<sup>th</sup> day of June, 1988.

Maxwell A. Snead, Jr.  
Maxwell A. Snead, Jr.

**STATE OF COLORADO** )  
 ) ss.  
**City and County of Denver** )

I, the undersigned, a Notary Public, hereby certify that on the 19<sup>th</sup> day of June, 1987, personally appeared before me, Maxwell A. Snead, Jr., who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as the incorporator, and that the statements therein contained are true.

**My commission expires:**

November 26, 1990  
Victoria Promis

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E-5

Mail to Secretary of State  
Corporations Section  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 866-2361

for office use only

CERTIFICATE OF  
ASSUMED OR TRADE NAME

Schroeder 1988?, Inc., a <sup>non-profit</sup> corporation  
or limited partnership organized under the laws of Colorado  
being desirous of transacting a portion of its business under an assumed or trade name as permitted by 7-71-101, Colo-  
rado Revised Statutes 1973, hereby certifies:

1 The corporate or limited partnership name and location of its principal office is.

Schroeder 1988?, Inc., 2000 Gaylord St., Ste. 100, Denver, CO 80205-5622

2 The name, other than its own corporate or limited partnership name, under which business is carried on is (Note 1)

Schroeder Fund For The Future, Inc.

3 A brief description of the kind of business transacted under such assumed or trade name is.

Political Committee

Limited Partnerships complete this section	Corporations complete this section
In	
IN WITNESS WHEREOF, the undersigned general partner of said limited partnership has this day executed this certificate _____ 19____	IN WITNESS WHEREOF, the undersigned president and secretary of said corporation have this day executed this certificate <u>on November 6,</u> _____ 19 <u>87</u>
by _____ (Note 2)	by <u>Claire Helf.</u> _____ (Note 2)
General Partner	President
_____ (Note 3)	Attest
General Partner	Secretary

STATE OF Colorado  
COUNTY OF Denver ss

Acknowledged before me this 6th day of November 19 87,  
by Claire Helf, President, and Maxwell A. Sneed, Jr., Secretary, of Schroeder  
1988?, Inc. (insert names of the officers as signed above titles and correct name of the corporation)

In witness whereof I have hereunto set my hand and seal

My commission expires November 26, 1990

Victoria Thomas  
Notary Public

2000 Gaylord, Denver, CO 80205  
Address

Note 1: Any assumed name used by any corporation shall contain one of the words "Corporation", "Incorporated", "Limited" or one of the abbreviations "Corp.", "Inc.", or "Ltd."

Any assumed name used by any limited partnership shall contain one of the words "Limited Partnership", "Limited", or "Company" or one of the abbreviations "L.P.", "Ltd.", or "Co."

Note 2: Exact name of corporation or limited partnership making the statement.

Note 3: Signature and title of officer signing (for the corporation, must be president or vice president, for a limited partnership must be general partner)

E-6

1

**BYLAWS**  
**OF**  
**SCHROEDER 1988?, INC.**

**ARTICLE I**

**Offices**

The principal offices of Schroeder 1988?, Inc. (referred to hereinafter as "the corporation") in the State of Colorado shall be located in Denver, Colorado. The corporation may have such other offices, either within or without the State of Colorado, as the board of directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office as required by the Colorado Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the board of directors.

**ARTICLE II**

**Board of Directors**

**Section 1. General Powers.** The property, affairs and business of the Corporation shall be managed by its Board of Directors.

**Section 2. Number, Qualification, and Term.** The number of directors shall be two. The number of directors may be increased or decreased by amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Directors shall be natural persons of the age of eighteen years or older who need not be residents of Colorado. Each director shall serve until her successor shall be elected and qualify.

**Section 3. Vacancies.** Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the directors then serving, though such majority may be less than a quorum of the board of directors.

**Section 4. Removal.** At a meeting of the directors called expressly for that purpose, a director or directors may be removed from office, without assignment of any reason therefor, by a majority vote of the board of directors. The vacancy created thereby may then be filled in the manner set forth in the preceding section.

**Section 5. Meetings.** Meetings of the board of directors may be held either within or without the State of Colorado. A regular annual meeting shall be held on the first Friday in June. Other regular meetings of the board of directors shall be held at such times as are fixed from time to time by resolution of the board. Notice need not be given of the annual or other regular meetings of the board of directors nor need notice be given of adjourned meetings. Special meetings may be held at any time and may be called by the president or vice-president. A special meeting must be called by the president or vice-president on the written request of any three directors. Written notice of a special meeting shall be required and shall be given at least ten days prior to the day of the meeting. Notice shall be deemed to have been given when the same is deposited in the United States mail with postage prepaid or upon receipt of written confirmation of the director's receipt of it by facsimile transmission. In addition, special meetings may be held at any time without notice if all the directors are present or if, before the meeting, those not present waive such notice in writing. With the exception of meetings called to take a particular action which under other provisions of these bylaws requires a statement in the notice of the meeting of the action proposed to be taken, notice of a meeting of the board of directors need not state the purpose of, nor the business to be transacted at, such meeting.

**Section 6. Chairman.** At all meetings of the board of directors, the president or vice president, or in their absence a chairperson chosen by the directors present, shall preside.

**Section 7. Quorum.** A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If, at any meeting of the board of directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained. One or more directors may participate in the meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time, and such directors shall be counted in determining if a quorum is present at the meeting.

**Section 8. Voting.** The affirmative vote of a majority of the directors at the meeting shall be the act of the directors.



**Section 9. Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her dissent shall be entered in the minutes of the meeting or unless she shall file her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 10. Committees.** The board of directors, by a resolution or resolutions adopted by a majority of the members of the whole board, may appoint an executive committee and such other committees as it may deem appropriate. Each such committee shall consist of at least two (2) members of the board of directors. Subject to limitations provided by law, each committee shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing it. A majority of any such committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the board of directors. The board of directors shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any such committee.

Each such committee shall keep a written record of its acts and proceedings and shall submit such record to the board of directors at each regular meeting thereof and at such other times as requested by the board of directors. Failure to submit such record, or failure of the board of directors to approve any action indicated therein will not, however, invalidate such action to the extent it has been carried out by the corporation prior to the time the record of such action was, or should have been, submitted to the board of directors as herein provided.

**Section 11. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors or any committee designated by the board, or any action which may be taken at a meeting of directors or any committee designated by the board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or committee members and delivered to the secretary for inclusion in the minutes or for filing with the corporate records. Action taken under this Section shall be effective when all directors or committee members have signed the consent, unless the consent specifies a different effective date. Such consent has the same force and effect as a unanimous vote of the directors or committee members and may be stated as such in any document.

## ARTICLE III

### Officers

**Section 1. Officers.** The officers of the corporation shall be a president, a secretary and a treasurer. Such other officers or assistant officers and agents as are deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers shall be natural persons of the age of eighteen years or older.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected at the annual meeting of the directors. Each officer shall be elected for one (1) year and until her successor shall have been duly elected and shall have qualified.

**Section 3. Removal.** Any officer elected or appointed by the board of directors may be removed by a majority of the board of directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 5. President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. She shall preside at all meetings of the board of directors. She may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general, she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Section 6. Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the board of directors shall determine. She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and de-

posit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws; and, in general, perform all the duties as from time to time may be assigned to her by the president or by the board of directors.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one (1) or more books provided for that purpose; see that all notices are duly given as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to her by the president or by the board of directors.

Section 8. Vice-President. In the absence of the president or in event of her inability or refusal to act, the vice-president, if any is serving, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. She shall perform such other duties as from time to time may be assigned to her by the president or by the board of directors.

#### ARTICLE IV

##### Contracts, Checks, Deposits and Funds

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as

the board of directors may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE V

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or her agent or attorney, for any proper purpose at any reasonable time.

## ARTICLE VI

### Fiscal Year

The fiscal year of the corporation shall begin on January 1 of each year and end on December 31.

## ARTICLE VII

### Seal

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Colorado" and "Seal".

## ARTICLE VIII

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE IX

### Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the directors at any regular meeting or at any special meeting, if at least five (5) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

The above bylaws were approved and adopted by the board of directors, effective on the 22ND day June, 1987.

  
Maxwell A. Snead, Jr.  
Secretary

/

MINUTES OF ACTION  
BY THE BOARD OF DIRECTORS OF  
SCHROEDER 1988?, INC.  
February 1, 1989  
(Date)

Pursuant to the provisions of Colorado Revised Statutes, 1973, as amended, Section 7-23-110, which provides that any action required to be taken at a meeting of the directors of a corporation, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, the undersigned, Claire Helf and Maxwell A. Snead, Jr., being all of the directors of Schroeder 1988?, Inc., do hereby waive any and all notice that may be required to be given with respect to a meeting of directors of the corporation, and do hereby take, ratify, confirm and approve the following action:

1. The number of directors shall be increased from two persons to three persons.
2. James W. Schroeder shall serve as the third director until his successor shall be elected and qualify.

These minutes of action may be executed in one or more counterparts, all of which taken together shall constitute the

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same Minutes, and when signed by all the directors of the corporation may be certified by any proper officer of the corporation as having been unanimously adopted by vote of the board of directors of the corporation on the 1st day of February, 1989.

IN WITNESS WHEREOF, the undersigned directors have evidenced their approval of the above proceedings as of the date last above mentioned.

Claire Helf  
Claire Helf

Maxwell A. Snead, Jr.  
Maxwell A. Snead, Jr.

**PAT SCHROEDER**  
**Congresswoman**

**November, 1987**

**Dear Friend,**

**Thank you for your involvement in my potential candidacy for President. Your support and enthusiasm were part of an incredible response. It has been heartening and humbling.**

**This outpouring of encouragement spanned the country. Many people wrote, expressing their support. Many attended events, some of which were organized with only 24-48 hours notice.**

**I visited 30 states, 50 cities and travelled 75,000 miles. I listened and talked to people who share my concern for the future of our children.**

**And the message from those people was "Run, Pat, Run."**

**I undertook a bone-crunching schedule in order to "test the waters." I wanted to determine if there was enough time to raise the necessary funds and put statewide organizations in place across the country for a presidential race.**

**I found the American people ready for a rendezvous with reality and willing to pitch in to create a rendezvous with opportunity for the future.**

**The American people want no more deceptive happy talk. They want leadership on our economic problems, the budget deficit, and the trade imbalance. They want leadership on the problems of the American family, on health care, on quality education, and on jobs. They want leadership which will bring coherence and reason to U.S. foreign policy. They want a fiscally sound national defense and not a public works program for military contractors. They want a clean and safe environment for their children. They want the nuclear arms race stopped.**

**Americans want a genuine political debate about the future of America and a common sense, down-to-earth leader who knows what their lives are like.**

**I travelled to every region of the country to determine if my message could generate support and enthusiasm. Could I run on my legislative record in the House of Representatives and become the**

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candidate who is a woman rather than a women's candidate?

Yes, without a doubt, the enthusiasm and support were there. A new vigor and a new willingness to tackle America's problems were clearly apparent.

My high standing in the September TIME magazine and ABC polls confirmed that my message could be translated into grassroots support.

However, the money and time were not there to translate that enthusiasm into a winning race.

And so, with great pain, I decided not to become a candidate for President in 1988. It was a difficult, but sensible, decision.

I need time to build a base of support which is even broader and better prepared for the rendezvous with reality.

Restoring the dignity of public service was a theme of my presidential exploratory campaign. People's eyes flashed with recognition and their faces were full of yearning for the kind of optimism and challenge expressed over two decades ago by President Kennedy. In his call to pass the torch of leadership to the next generation, he urged Americans to "Ask not what your country can do for you, but what you can do for your country."

After the Democratic convention next July, I will campaign for the nominee of the Democratic party. Until then, I intend to continue travelling throughout the country rallying a new generation of political leaders on behalf of the political agenda you and I care about.

I will speak on the issues that must be addressed if we are to make the twenty-first century one of hope for future generations. No more warmed-over Reaganism by Democrats who are afraid to embrace the traditions and values of the party and the nation. No more assuming that old solutions will solve today's problems.

My leadership will continue in the legislative branch. As the Representative from Colorado's First Congressional District, I will continue to work on the legislative issues that so many of you rallied around.

I am deeply grateful to all those supporters who came forward during the last four months. I am indebted to you, not only because you offered your time and financial support, but also because you have invested that public trust in me as a national leader. If one asks for the public trust, one must act in the

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public interest. Let us continue to act in the public interest for our children and grandchildren.

I want to create a movement which will reclaim from the right wing the symbols that form the heart of our national identity. Beginning with family policy, I intend to create a force and a voice within the Congress and throughout the country that will begin the process of turning this country around.

It won't happen overnight. It won't happen easily. It won't happen if you and I don't try. The money remaining from the exploratory campaign will become the Schroeder Fund for the Future. It will be used to keep front and center the issues we focused on in the campaign. It will enable us to carry the lessons learned in 1988 onward to 1992.

Our children need to know that they have a future. They deserve to inherit a nation still rooted in the Constitution, capable of extending the benefits of freedom to all of its citizens through access to housing, jobs, education and quality health care.


Our children need to know that they simply have a future. That the world will not be consumed by a nuclear confrontation. We cannot let them down. I need your continued support and involvement as we build toward the future.

Together we can do it. Please join me. I am very grateful for your enthusiastic response during my 1988 presidential exploration. If you made a monetary contribution, you will be interested to know that between 35 and 45 percent of it will remain after all the bills for the summer's activities are paid.

If you want me to use this balance of your contribution to build for the future, to help create a political force to fight for our children's future, great!

If you would prefer a refund of the remainder of your previous contribution, please mark the refund box on the enclosed card and mail it by December 31, 1987. It is possible that the amount available for refund to you may be further affected by the Internal Revenue Code, the Federal Election Campaign Act and related rules and administration. My committee is working to resolve these uncertainties as quickly as possible. It may take three to six months to reach a conclusion on these matters. I appreciate your patience as we plow through the paperwork.

If you wish to make an additional contribution to the Schroeder Fund for the Future, please use the enclosed response card and envelope to reply.



While I won't be a candidate for President in 1988, I will continue to campaign for our shared agenda. I intend to build a nationwide, grassroots network of voters registering their call for leadership on the critical issues of our time.

We will identify thousands of people--men and women--who share a vision of the future for their children. We will promote the involvement of thousands of young people by encouraging them to register to vote, participate and make their voices heard.

Together, let us ensure that the Democratic party is listening and that the next President of the United States will be one who is prepared to reach for the torch of leadership that we will light.

A large, stylized handwritten signature in black ink that reads "Pat Schroeder". The signature is written in a cursive, flowing style with a large initial "P".

Pat Schroeder

onward!

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Schroeder Fund for the Future  
Attention: Congresswoman Pat Schroeder  
Post Office Box 18288  
Denver, Colorado 80205

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**PAT SCHROEDER**  
Congresswoman

Dear Pat,

☐ Let's work together to build for the future. You can count on my continuing support. Enclosed is an additional contribution of

☐ \$500    ☐ \$250    ☐ \$100    ☐ \$50    ☐ \$25

☐ Please issue a partial refund of my previous contribution.

Make checks payable to Schroeder Fund for the Future.

If you are requesting a partial refund, return this card in the enclosed envelope by December 31, 1987. If necessary, please make any changes or corrections on the mailing label below.

(over)

EVELYN PROMIS  
8768 CHASE DR. NO. 6E  
ARVADA, CO 80003

00436E

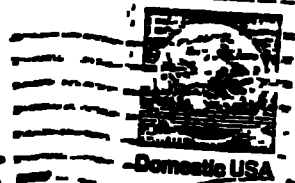
Schroeder Fund for the Future, Inc.  
2000 Gaylord Street  
Denver, Colorado 80205

EVELYN PRUMIS  
8768 CHASE DR. NU. 6c  
ARVADA. CO 80003

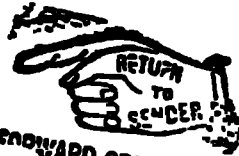
00436c



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305-  
945-2158 (not him)  
17741



FORWARD ORDER EXPIRED

SOL 45 6322C4N1 04/22/88  
RETURN TO SENDER  
NO FORWARDING ORDER ON FILE  
UNABLE TO FORWARD



SCHROEDER 1988 ?, INC.

01970

DATE	DESCRIPTION	AMOUNT	DEDUCTION	NET AMOUNT
April 15, 1988	Dear Friend: I am pleased to return to you \$4.38 of the contribution you made to my Presidential exploratory effort last summer. Our committee records indicate that you made total contributions of \$10.00, so this refund check represents about 44% of the financial support you extended to me. Final figures show that our organization raised \$849,403.25 and spent \$477,392.35.  Thank you for the support and encouragement you offered. Thanks also for the interest and suggestions you expressed on the important issues facing our country. I am concentrating my efforts on several of them now with a dedication that was renewed and strengthened by last summer's experience.			
CHECK DATE	CONTROL NUMBER			
04/15/88	01970	TOTALS		\$4.38

Pat

SCHROEDER 1988?, Inc.  
2000 Cayford Street, Suite 100  
Denver Colorado 80205-5622

MOUNTAIN STATES BANK  
1635 East Colfax Ave 388-3641  
Denver Colorado 80218  
23-83/1020

No 01970

PAY EXACTLY FOUR AND 38/100 DOLLARS\*\*\*\*\*

PAY  
TO THE  
ORDER OF

DATE  
04/15/88

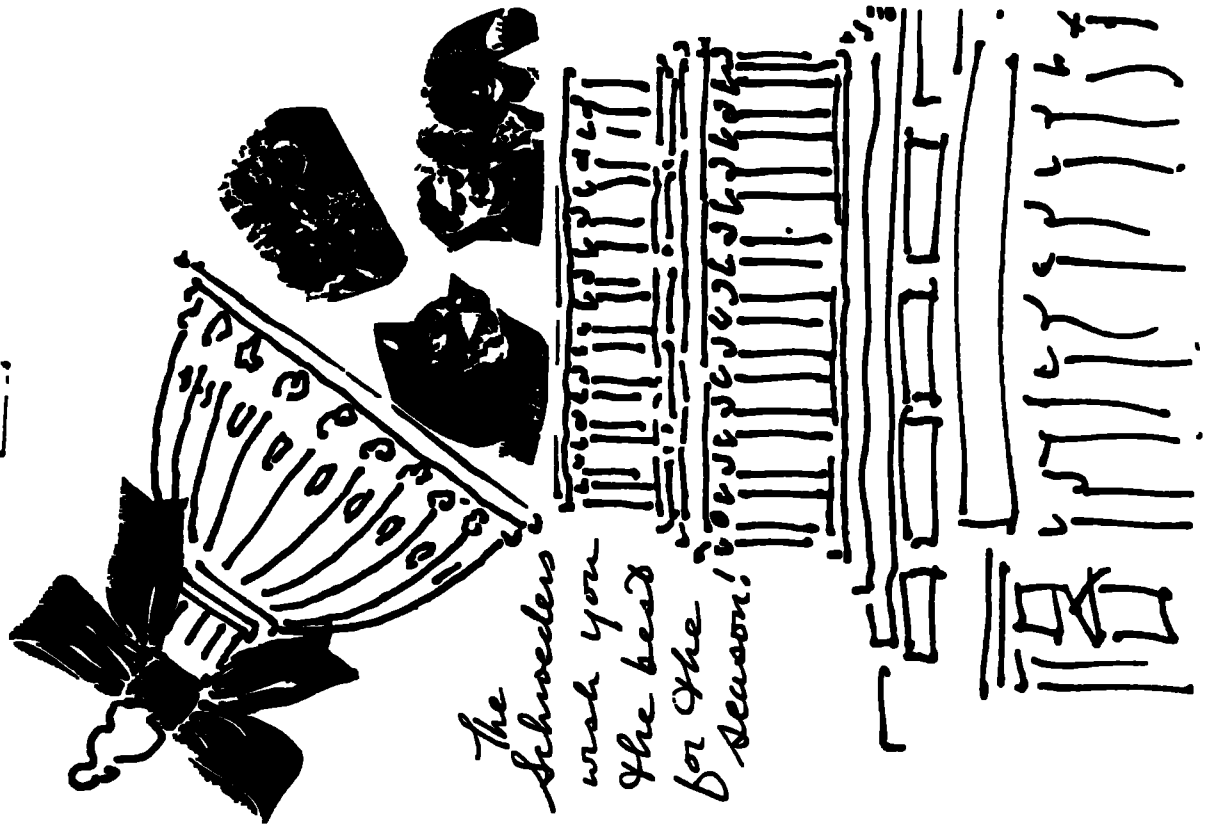
CONTROL NUMBER  
01970

AMOUNT  
\$4.38

D. SOLOW  
11945 N. E. 19TH DRIVE  
NORTH MIAMI, FL 33181

E-22

*Maxwell A. Sudd*  
AUTHORIZED SIGNATURE



"Our earth is but a small star in the great universe, yet of it we can make, if we choose, a planet untroubled by war, untroubled by hunger or fear, undivided by senseless distinctions of race, color or theory." - Stephen Vincent Benét

Many of you worked tirelessly this summer to make the planet better. Thanks and we must keep working. Scott and Jamie look forward to graduations in '88. We look forward to working for issues we care about with new friends and skills.

Peace and courage  
in '88. Jim, Scott,  
Jamie & Wolfie

Schroeders  
1600 Emerson  
DENVER, Co.  
80218

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SNAP  
 SMILE  
 BE KIND  
 SAW WOOD  
 WRAP GIFTS  
 FORGET DIETS  
 KEEP SECRETS  
 FEED THE BIRDS  
 EAT OYSTER STEW  
 LIGHT ALL CANDLES  
 LIVE GOD'S MESSAGE  
 COUNT YOUR BLESSINGS  
 HANG UP SOME MISLATERE  
 SNAP A FAMILY PHOTOGRAPH  
 MAKE YOUR OWN TREE ORNAMENTS  
 BE WARMED BY THE LIGHT IN CHILDREN'S EYES  
 ASK WHAT THE FISHES FOR A ROADTRIP TO FLORIDA

SNAP  
 SMILE  
 BE KIND  
 : - :

1988 was  
 a great year  
 for us Scott went  
 to Australia to work  
 after graduating from  
 Georgetown. Jamie  
 started her freshman  
 year at P, &  
 while Jim  
 with pride  
 typed with in  
 Our best for 199:  
 Peace &  
 Courage  
 Jim, Pat, Scott, Jamie  
 & I

Thai Schroeders  
 1600 Emerson  
 Denver, Co.  
 80218



not on list  
 new add

032865

HOF 22 09224671 FWD TIME EXPD  
 HOFFMAN THEO L  
 746 W SIMPSON PL  
 LAFAYETTE CO 80026-1013  
 RETURN TO SENDER

THEO HOFFMAN  
 322-ROOSEVELT AVENUE  
 LOUISVILLE, CO 80027-

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# Congresswoman Pat Schroeder

Washington, D. C.

February 7, 1989

Dear Friend:

Two and a half weeks ago, I sat at my desk facing the Capitol Dome and watched George Bush's Inaugural Parade make its way down Pennsylvania Avenue.

I wondered, "Which George Bush did we elect?" The pre-1980 Bush who called Reaganomics "Voodoo Economics," or the 1988 Bush who acted like he was running for sheriff? Only time will tell, but I remembered those first months of the Reagan Revolution when I opened the newspaper everyday to discover a new assault on yet another gain or program we all had fought so hard to attain.

My brother always said that I was the type of kid who if you threw a spider at me, I would throw it right back. I suppose that was why I was horrified the last eight years as I watched my own party, in disarray, unable to articulate effectively our opposition and hold back the tide. It was as if many Democrats checked their spines in the cloakroom and stuffed gauze in their mouths. Many party leaders cited Reagan's popularity as a reason for their silence. Really now!

I grew up believing that questioning and challenging were valued American traditions. At the University of Minnesota, Hubert Humphrey taught us that one enters public service to lead, not to cheerlead! I was fortunate enough to be at Harvard Law School during the Kennedy years. Filled with optimism, we were encouraged to challenge things as they were and speak out.

No matter what my party or others do, I will be speaking out during the next four years. I want to be sure that President Bush does not develop his own Teflon coating and become another no-fault president. As I travel the country, whether it is at college lectures or town hall meetings, I want people to know that as good citizens we must make our views known and participate in this great democracy.

My applying to Harvard Law School in 1961 was a challenge of conventional wisdom. So was insisting when I was first elected in 1972 that I be appointed to serve on the House Armed Services Committee. And so was my contemplating a run for the Presidency in 1988. I want to keep challenging conventional wisdom, and with your help, I will!

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The eighties have been the "me" decade. In spite of increased homelessness, tax increases, the spread of the deadly drug culture in our schools and neighborhoods, a record national debt, and trade deficit, Ronald Reagan told us we were better off. A nation desperate to feel better about itself took to his happy talk. But you and I know that the 1990's present us with unprecedented problems, as well as challenges and opportunities.

This past year has been very challenging for me. I wrote my first book, CHAMPION OF THE GREAT AMERICAN FAMILY: A PERSONAL AND POLITICAL BOOK. In 1987, Random House approached me about doing an autobiographical book that would reconstruct my life, both personal and political, and chronicle the events and ideas that shaped my views on policies--particularly family policy. (Little did I know that the gestation period for the book would be longer than it was for my kids!)

I plan to continue speaking out for American families. As a wife, mother of two, and a Member of Congress, I know first hand that too much policy in Washington is made as though people and families don't matter. I wrote my book in an effort to change that.

We need to bolster and nurture American families through measures that will ensure a more flexible workplace, a more compassionate tax code, quality child care options, and a rearrangement of national priorities. We can do that.

George Bush has symbolically acknowledged that American families need support. In speaking out on behalf of families, both you and I can claim some credit for that acknowledgement. But we will have to keep tabs on the Bush Administration to make sure that it never forgets the campaign commitment to a "kinder and gentler nation."

Many other important issues have been overlooked during the past eight years. Each generation has a duty to turn over the planet to the next generation in as good a condition as it was when they inherited it. We have much to do to accomplish that! Our air, water, soil, rainforests, and oceans are all threatened.

What have we left our children? A deteriorating education system, a weakened trade position, mountains of debt, and weapons that don't work. The glowing rhetoric of the Reagan Administration has obscured the fact that we have not made any progress on civil rights and equal rights over the past decade.

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We need to break the cynical notion that nation after nation must spiral down a militaristic stairway to nuclear destruction. But we must act to transform our new hopes into reality so that our children can for the first time be as concerned with national creativity as prior generations had to be with national security.

As Chair of the House Armed Services Committee Panel on Defense Burdensharing, I feel we can no longer subsidize the Atlantic Alliance or the defense needs of major trading partners such as Japan. New partnerships need to be forged to meet the realities of the 1990's, not the nostalgia of the 1940's.

I intend to travel from one end of the country to the other with this simple message. But that will take money. They don't give discounts to "good guys." Contributions make possible such speak out activities and are also a significant signpost for my future decision-making path in politics. I hope I can count on your help in making sure a progressive voice is heard and taken seriously as we enter the Bush years. A contribution to the Schroeder Fund for the Future will help me accomplish this.

I also want you to learn a little bit more about me as a person and as a politician. Every person who contributes \$100 or more will receive an autographed copy of my book CHAMPION OF THE GREAT AMERICAN FAMILY: A PERSONAL AND POLITICAL BOOK and a memento from my presidential test, a Schroeder '88 button. (My father was certain I was going to run and ordered crates of buttons.)

But I need something more than your financial support--your involvement. Do you have any friends that would like to become a part of the Schroeder Fund for the Future? If so, please send me their names. Those of us who share the determination to take back both the symbols of the nation and the political initiative must work together. We cannot relinquish victory to those who trivialize the democratic process and whose priorities result in a harder, not a better life for too many of our people.

Sincerely,

*F. A. Schroeder*  
The Inaugural Parade is over. The  
new Bush Administration has begun.  
Please join me to make sure a  
progressive voice will be heard in 1989!  
Peace & Courage!

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NO POSTAGE  
NECESSARY  
IF MAILED  
IN THE  
UNITED STATES

**BUSINESS REPLY MAIL**

FIRST CLASS MAIL PERMIT NO 363 DENVER, CO

POSTAGE WILL BE PAID BY ADDRESSEE

**Schroeder Fund for the Future**  
**Attention: Congresswoman Pat Schroeder**  
**P O Box 18288**  
**Denver, Colorado 80218**



**PAT SCHROEDER**

Congresswoman

- ☐ Yes! I want to SPEAK OUT WITH PAT for the future. I am enclosing a contribution of
- ☐ \$Other    ☐ \$500    ☐ \$250    ☐ \$100    ☐ \$50    ☐ \$25

Please make your check payable to Schroeder Fund for the Future. If you contribute \$100 or more you will receive a signed copy of *Champion of the Great American Family: A Personal and Political Book*, and a Schroeder '88 button.

Below are the names and addresses of friends who would be interested in joining the Schroeder Fund for the Future.

Name _____	Name _____
Address _____	Address _____
City _____	City _____
State _____	State _____
Zip _____	Zip _____
Phone _____	Phone _____

Please complete the form on the reverse side of this card to assist us in complying with federal election laws. Contributions to this and any other political committee are not deductible on federal tax returns.

Schroeder Fund for the Future  
2000 Gaylord Street  
Denver, Colorado 80205

*Evelyn Fromma  
8768 Chaacala #62  
Durada, Colo 80003*

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*So are  
Jim, Pat,  
Scott, Jamie &  
Wolfie  
Jamie is a sophomore  
Tom studying*

Schroeder  
1600 Emerson  
Denver Co.  
80218

ABE 40 35195381 FWD TIME EXPD  
ABEL 'SHOSHANA  
6181 CAMINO VERDE DR' #P-6  
SAN JOSE CA 95119  
RETURN TO SENDER

018660  
PCHG

**E-30**

*Jim works at  
Pat works at  
Wolfie at  
Holiday wishes  
a great 1990!*

SHOSHANA ABEL  
640 TAYLOR COURT, APT. 304  
MOUNTAIN VIEW, CA 94043